



R.C. FARMER
Regional Sales Manager

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November 18, 1994

Mr. Gerald Katz
Fay's Drug Co. Inc.
7245 Henry Clay Blvd.
Liverpool, NY 13088

Dear Gerry:

Per our conversation on Wednesday, this will confirm that in the event we change our merchandising contractual dollars upward and your stores qualify, you will be included in any readjustment, the same as we would include you in any downward adjustment. The \$75,000.00 bonus payment we are offering, which is detailed on the attached addendum, will not limit you from qualifying for